

EXHIBIT 3

MANAGERIAL AND TECHNICAL QUALIFICATIONS

MANAGERIAL AND TECHNICAL QUALIFICATIONS OF TALKINGNETS HOLDINGS, LLC

JOHN PHILIPS, PRESIDENT & CEO

John Philips co-founded TalkingNets in November 1999 and leads the company as President and CEO. John brings 13 years of telecom expertise and guidance to TalkingNets. He is experienced in serving the needs of a variety of telecom industry players, including competitive local exchange carriers (CLECs), regional Bell operating companies and long-distance carriers.

Prior to joining TalkingNets, John was Vice President of Business Development at Telco Systems/World Access, a leading supplier of international telecommunications services, switching equipment and transmission/access equipment used by CLECs, Internet service providers (ISPs), and long-distance carriers. During his tenure at Telco Systems/World Access he was charged with leading their strategic partnerships, OEMs, mergers and acquisitions. Prior to this role, John was a founder of Synaptyx Corporation (Synaptyx), which developed equipment that allowed CLECs to deliver integrated voice and data services across emerging networks. During his leadership of Synaptyx, John helped orchestrate the sale of Synaptyx to Telco Systems (see above) in October 1998 for \$15 million – after only one year of product development and a marketing investment of \$500,000. Prior to Synaptyx, John spent nine years at TTC, a subsidiary of Dynatech Corporation, and the leading provider of operational test and analysis tools and systems for the telecom service provider market. His experience at TTC included serving as leader of the marketing team for the T-BERD products, the leading revenue producer for the company.

John graduated Summa Cum Laude from Duke University with a B.S. in Electrical Engineering.

TONY SURAK, EXECUTIVE VICE PRESIDENT OF MARKETING AND SALES

Tony Surak, co-founder of TalkingNets, directs marketing, sales, and business development activities including product strategy, marketing communications, competitive analysis, sales management, channel strategy and sales team development. He is a 17-year veteran of the telecom arena. Most recently, Tony was Vice President of Distribution and OEM Sales for Telco Systems/World Access, where he was responsible for all indirect sales through partners. An early investor in Synaptyx, Tony joined the firm to lead the customer trial and sales activities as Vice President of Sales and was instrumental in establishing Telco Systems' acquisition of Synaptyx. Prior to this, Tony held a variety of senior marketing management, sales management and corporate strategy development roles at TTC. In his last role at TTC, Tony led the development and execution of a plan to sell operational support systems to competitive access providers (CAPs), CLECs, and wireless service providers.

Tony holds a B.S. Electrical Engineering from Virginia Tech, an M.S. in Electrical Engineering from the University of Southern California and a M.B.A. from the Wharton School, University of Pennsylvania.

MITCH BLACK, DIRECTOR OF NETWORK PLANNING

Mitch Black, co-founder of TalkingNets, is responsible for architecting and engineering TalkingNets' next-generation local exchange network. Mitch has six years of experience in the telecom equipment design arena. Prior to joining TalkingNets, he was a senior software engineer at Telco Systems/World Access. Prior to this role, Mitch was a key contributor to the definition and implementation of the EdgeLink300 – a product that had sales in excess of \$8 million within the first six months of shipment. Through his experience, Mitch has gained key industry knowledge of both emerging and traditional equipment architectures for delivering integrated voice and data services. Mitch's in-depth experience in this area will be key as he leads the design and implementation of the TalkingNets network.

Mitch graduated from Pennsylvania State University with a B.S. in Electrical Engineering.

CODY SUTHERLAND, SENIOR VICE PRESIDENT, WESTERN REGION OPERATIONS

Cody Sutherland brings over fourteen years of telecom experience to his position. Based in the company's Denver area offices, Cody is tasked with deploying the TalkingNets network and operating personnel across the western half of the United States. Prior to joining TalkingNets, Cody served as Founder and President of Allegis Communications, a provider of advanced phone systems and services. Earlier in his career, Cody served as Vice President and General Manager for Teligent, Inc.'s Colorado market from the inception of that market. In addition, he served as Business Director of Teligent's Los Angeles market as it launched. Other key positions Cody has held include Founder and President of NewLine Services, a provider of cellular fixed network design services and computer telephony programming and products; Director of Switching, Interconnect and Product Development at Nextel; and Manager of Advanced Technology at PacTel Cellular (now the AirTouch portion of Verizon wireless.)

Cody holds a B.S. in Mechanical Engineering from the University of Oklahoma and a M.B.A. from the Harvard Business School.

SCOTT HENRY, CHIEF INFORMATION OFFICER

Scott Henry has over 15 years of information technology experience, and is tasked with developing and maintaining the back office systems and corporate IT infrastructure for TalkingNets. In his prior position as Vice President in the Information Systems (IS) Division of Bell Atlantic, he was in charge of Software Application Development, maintenance and production support/operations for Business Systems – a diverse portfolio of applications including wholesale billing and customer care systems, marketing data warehouse, DSL ordering systems, sales & commissioning systems, federal systems, and public & operator services systems. Prior to joining Bell Atlantic, Mr. Henry was a Director with Price Waterhouse in their Consulting Division, and was a Senior Manager at

Andersen Consulting where he was involved in projects for the telecommunications, electric and gas industries.

Scott earned an undergraduate degree in Economics from the College of William & Mary and has completed significant coursework toward obtaining a Masters in Information Systems at George Mason University.

BRUCE BAKER, VICE PRESIDENT, NETWORK INFRASTRUCTURE (STARTS 9/15/00)

With 10 years of engineering and business development experience in the telecommunications industry, Bruce will leverage his extensive experience in the VoIP and Softswitch arena to manage all corporate engineering functions for TalkingNets. Most recently, Bruce was Director of Technology Development in the Global Softswitch group for Level 3 Communications. Prior to this role, Bruce was one of the early members of the engineering team that deployed the world's first softswitch in Level 3's network. Before joining Level 3, Bruce was a senior engineer at MCI's Advanced Intelligent Network lab based in Colorado Springs, where he worked on development and deployment of numerous advanced call center services.

Bruce earned a B.S. degree in Computer Science from Baylor University.

MARK CORTNER, VICE PRESIDENT OF MARKETING

With over fourteen years of experience in the telecommunications industry, Mark provides the leadership for all TalkingNets' marketing efforts. Prior to joining the company, Mark held several positions at Winstar Communications, the first as Director of Transport Services Product Marketing and most recently as the Director of Strategic Partners Marketing. Mark's responsibilities included the definition and product management of Winstar's packet and IP data services as well as the marketing efforts associated with defining and supporting the company's carrier and enhanced service provider wholesale service offerings. Prior to joining Winstar, Mark held several product marketing positions at TTC where his key accomplishments included leading the marketing efforts of a internal startup team that resulted in a national deployment by one of the largest wireless service providers in the world, and the conceptualization of a new product platform that successfully expanded the company's leadership position for it's broadband voice and data service product offerings.

Mark holds a BSEE from the University of Tennessee and a M.B.A. from the University of Miami.

ED LYNN, VICE PRESIDENT, FINANCE AND ADMINISTRATION

With over 11 years experience in the Internet and satellite communications arena, Edward is responsible for all aspects regarding financing and accounting for the company. Most recently, Edward was the Vice-President/CFO of North America for Primus, a publicly traded global Internet and voice services provider. While at Primus, Edward negotiated the acquisition of several ISPs. Prior to Primus, Edward held several positions within General Electric including CFO of Nahuelsat S.A, a Latin American satellite communications

provider co-owned by GE. From 1994 through 1997, Edward was Vice President of Finance for GE Capital Spacenet Services where he was responsible for negotiating several acquisitions in addition to managing day-to-day financial operations. From 1989 through 1984, Edward was Manager, Financial Planning and Analysis at GE Information Services in San Francisco.

Ed received his B.S. in Accounting from the University of North Carolina at Chapel Hill.

STEVEN GOODMAN, VICE PRESIDENT OF REGULATORY AND MARKET PLANNING

Steven Goodman is a 20-year veteran of the telecommunications industry, specifically regulatory, pricing, marketing and product development. In his role as Vice President of Regulatory and Market Planning, Steven handles TalkingNets' regulatory filings, interconnection agreements, and tariff filings. Prior to joining TalkingNets he was Director of Regulatory and Carrier Services for CFW Communications in Virginia, where he was responsible for all regulatory operations for a three-state region for both wireline and wireless communications companies, as well as the sales and marketing of wholesale services with total billings of \$15 million annually. While at CFW, Steven served as Project Manager for the company's entry into new businesses including Competitive Local Exchange and Long Distance. Previous to CFW, Steven was Regulatory Senior Analyst at Sprint-Centel in Charlottesville, Virginia and owned his own telecommunications consulting business that provided telephone special circuit training to telephone companies in Virginia and North Carolina.

Steven graduated from Lynchburg College in Lynchburg, Virginia with a BA in Sociology.

JIM SANDERS, DIRECTOR, MARKET DEPLOYMENT

With more than 14 years of business development experience in the telecommunications industry, Jim will manage deployment of the TalkingNets' network in each new market. Most recently, Jim served as the Director of Business Development for CT Communications Inc., overseeing the growth of newly established CT Exchange Services (CLEC). In an earlier position at CTC, Jim managed the establishment of the separate CLEC business unit, including partnership development and facility construction. At initial development, Jim was responsible for the deployment of 1500 access lines to 200 businesses. His extensive involvement eventually led to partnership agreements that accounted for 20,000 new CLEC lines over the next five years. Before joining CTC, Jim was Marketing Manager, then National Account Manager for Time Warner Communications, Inc. Jim's other prior positions include District Sales Manager and Sales Engineer for Telecommunications Techniques Corporation in Maryland, a manufacturer of telecommunications testing equipment.

Jim received his BS in Electrical Engineering from North Carolina State University.

STAN SENDRAKOWSKI, DIRECTOR OF SALES

Stan brings more than 15 years of telecommunications industry experience to his new role as Director of Sales. His responsibilities include prospecting and closing contracts with

Channel Partners nationwide, as well as, expanding the sales organization to meet TalkingNets growth objectives. Stan comes to TalkingNets directly from EQUANT Network Services where he was Business Development Director responsible for successful launch of a Convergent Voice Services Sales Organization selling integrated voice and data products in the Americas region. Before joining EQUANT, Stan enjoyed a successful fourteen-year career with AT&T; most recently as General Manager for Carrier and ISP markets for the fifteen state Southeast Region. Other positions included 800 Services Product Management during 800 Number Portability; Branch Sales Manager in NYC for the Banking, Brokerage and International Finance; Customer Care; and Strategic Pricing. Stan graduated from SUNY Albany with a BA degree in Economics and Computer Science.

OFFICERS OF TALKINGNETS HOLDINGS, LLC.

The key officers and principals of TalkingNets are:

Officers: **John Philips, III, President and CEO**
 Anatol Surak, Jr., Secretary/Treasurer

Directors: **John Philips, III**
 Anatol Surak, Jr.
 Eric S. Copeland
 Barbara Melera

As other key officers are hired, TalkingNets will supplement this application. The officers listed above may be reached at:

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